

From: Maximilian Schenk <mjs@msworldlaw.com>
Sent: Tuesday, August 27, 2019 9:02 AM
To: 'Michael Tiraturian' <miketirat@yahoo.com>
Subject: CAA - Moshe stock transfer - FW: NOTICE OF TERMINATION OF FURTHER NEGOTIATIONS BY RWC GROUP, LLC

From: Mark Rabinovich <mark@rabinovichlaw.com>
Sent: Monday, November 12, 2018 11:54 AM
To: Joel Stein <JStein@PearlCohen.com>; mika@kalashnikov-usa.com; Lenar Rakhmanov <LRakhmanov@mb-m.org>
Cc: Maximilian Schenk <mjs@msworldlaw.com>; eldadoz1@gmail.com; Anna Moshe <AMoshe@PearlCohen.com>; Yossi Markovich <YMarkovich@PearlCohen.com>; Noa Shkiller <NShkiller@PearlCohen.com>; Moshe Oz <mosheoz13@gmail.com>; yael@abramov-law.com; krizk@nobilitymail.com
Subject: NOTICE OF TERMINATION OF FURTHER NEGOTIATIONS BY RWC GROUP, LLC

Good morning, everyone.

I would like to notify all parties involved in the proposed RWC-ME-CAA deal that, based on my client's information, Mr. Oz does is not ready or willing to fund escrow. Since all conceivable deadlines for the transaction are behind us, RWC Group, LLC is pulling out of further negotiations, effective immediately. I thank you for your courtesy and cooperation.

Mark Rabinovich

Law Offices of Mark Rabinovich, PC
26500 W. Agoura Road, Suite 201, Calabasas, CA 91302
Tel: (818) 990-6991

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From: Joel Stein <JStein@PearlCohen.com>
Sent: Saturday, November 3, 2018 3:28 PM
To: Mark Rabinovich; mika@kalashnikov-usa.com; Lenar Rakhmanov
Cc: Maximilian Schenk; eldadoz1@gmail.com; Anna Moshe; Yossi Markovich; Noa Shkiller; Moshe Oz;

rael@abramov-law.com; krizk@nobilitymail.com

Subject: RE: The most recent drafts

All:

Thanks Mark for all your work on the drafts, and I think we are almost ready to go.

Attached are small changes to the docs that you sent last night. Moshe and Eldad are still reviewing.

Jody

From: Mark Rabinovich [<mailto:mark@rabinovichlaw.com>]

Sent: Sat, 3-Nov-18 3:46 AM

To: mika@kalashnikov-usa.com; Joel Stein; Lenar Rakhmanov

Cc: Maximilian Schenk; eldadoz1@gmail.com; Anna Moshe; Yossi Markovich; Noa Shkiller; Moshe Oz; rael@abramov-law.com; krizk@nobilitymail.com

Subject: The most recent drafts

Good evening/morning everyone:

I am pleased to send to you the files of the documents, which my assistant will finish reviewing tomorrow (changing the dates to November 5 and general proofreading only). I would like to send to you the files as they are now, for review (hopefully final).

Note, the following:

1. From Mika/Peter, I need to have the addresses for the contracts. I don't want to guess based on my prior communications. Send them to me or to Joel, whoever is doing the last clean-up.
2. Joel, Eldad, Moshe - the same thing is needed from you. It's time to fill out addresses and "copy to" portions, if you want to use them.
3. Joel, I need a copy of the incorporation documents and a statement regarding the ownership of Modern Global. Please add their information to Appendix A1.
4. Joel, please review Appendix A2. I don't know what loans you guys want to add; it's entirely up to you. Please use the same format.
5. Joel, please verify that Appendix B is to your liking, as it relates for post-transaction ownership by your clients.

To save time, I am sending only clean versions of all contracts. Joel, please, please, please: I can't stop you from redlining - BUT - if you redline, let it be only on my latest drafts. The biggest part of delay in this latest review has been the fact that some of the revisions were made based on prior versions of documents.

My suggestion, before any redlines are exchanged, let's talk. Joel, if you don't like anything or think that something needs to be discussed, please first call me (818) 620-7829 (my cell). If I don't pick up, please text me. We don't need to have a major conference call to discuss technical issues (and most of what we have left is technical).

As I receive the proofread file from my assistant tomorrow, I will resend it, which means that you will have the ability to meaningfully work on it on Sunday. Everyone, who doesn't observe Shabat, please start reviewing on Saturday. There's a lot.

Finally, a reminder: I am not commenting on the elements of the transaction, which are entirely unrelated to US: e.g. the SOB/Comaren/CAA. These agreements and documents, even though included here, are to be approved by local counsel.

Mark

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